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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ALL STAR MEDIA LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ALL STAR MEDIA LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is All Star Media LLC.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall exist perpetually, unless sooner dissolved in accordance with the Operating Agreement of the Limited Liability Company or Florida law.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 18101 Collins Avenue, Suite 802, North Miami Beach, Florida 33160.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company Ellen Wasserstrom 100 W. Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

ARTICLE V - Management:


The Limited Liability Company is to be managed by a manager or managers and the name and address of the initial manager who is to serve as manager is:

Pop Factory LLC
18101 Collins Avenue
Suite 520
North Miami Beach, FL 33160

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Whereof, the undersigned member has executed these Articles the 25th day of June, 2007.


Ellen Wasserstrom,
Authorized Representative of Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

All Star Media LLC

2. The name and address of the registered agent and office is:

Ellen Wasserstrom
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

By:


Ellen Wasserstrom, Registered Agent

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Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Ellen Wasserstrom (Signature)

June 25, 2007
(Date)